

ASHMORE CRAIG W

Form 4

February 10, 2010

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
ASHMORE CRAIG W

(Last) (First) (Middle)

C/O EMERSON ELECTRIC
CO., 8000 WEST FLORISSANT
AVENUE

(Street)

ST. LOUIS, MO 63136

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

EMERSON ELECTRIC CO [EMR]

3. Date of Earliest Transaction
(Month/Day/Year)

02/08/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Exec VP - Planning & Develop.

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/08/2010		M ⁽¹⁾	(A) or (D) 10,000 (1)	\$ 21.2813	84,378 (2)	D
Common Stock	02/08/2010		F ⁽³⁾	4,745 (3)	D \$ 44.84	79,633	D
Common Stock	02/08/2010		F ⁽⁴⁾	1,003 (4)	D \$ 44.84	78,630	D
Common Stock					1,073.593	I	401(k) plan
Common Stock					2,290.356	I	401(k) excess

plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
Employee stock option (right to buy)	\$ 21.2813	02/08/2010		M ⁽¹⁾	10,000 ⁽¹⁾	10/06/2001 ⁽⁵⁾ 03/06/2010	Common Stock 10,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASHMORE CRAIG W C/O EMERSON ELECTRIC CO. 8000 WEST FLORISSANT AVENUE ST. LOUIS, MO 63136			Exec VP - Planning & Develop.	

Signatures

/s/ Timothy G. Westman, Attorney-in-Fact for Craig W.
Ashmore

02/10/2010

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Exercise of 4,530 incentive stock options and 5,470 non-qualified stock options exempt under Rule 16b-3.

(2) Includes 392 shares acquired under a dividend reinvestment plan since the Reporting Person's last Form 4 filing.

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- (3) Payment of option exercise price by delivering securities.
- (4) Shares withheld for taxes exempt under Rule 16b-3 resulting from non-qualified stock option exercise.
- (5) The options vested in three equal annual installments beginning on the date indicated.
- (6) Price is not applicable to stock options received as incentive compensation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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